

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

)	
Highfields Capital Ltd., Highfields Capital I LP,)	
Highfields Capital II LP,)	
)	
Plaintiffs,)	
)	
v.)	Civil Action No. 04-10624 MLW
)	
SCOR, S.A.,)	
)	
Defendant.)	
)	

**AFFIDAVIT OF JOSEPH F. MAZZELLA IN SUPPORT OF PLAINTIFFS’
MOTION TO AFFIRM SUBJECT MATTER JURISDICTION OR,
IN THE ALTERNATIVE, TO REFER CASE TO STATE COURT**

I, Joseph F. Mazzella, being first duly sworn, do hereby depose and state as follows:

1. I am a Managing Director and General Counsel of Highfields Capital Management LP (“Highfields Capital Management”) which is, *inter alia*, the investment manager for three investment funds, Highfields Capital Ltd. (“Highfields Capital Ltd.”), Highfields Capital I LP (“Highfields Capital I”), and Highfields Capital II LP (“Highfields Capital II” and, with Highfields Capital Ltd. and Highfields Capital I, “Plaintiffs”), the plaintiffs in the above captioned proceeding. I make this affidavit on personal knowledge and am submitting it in support of Plaintiffs’ Motion to Affirm Subject Matter Jurisdiction or, in the Alternative, to Refer Case to State Court.

2. Plaintiffs are all investment funds whose only business is investment in, and trading of, securities and other financial instruments and assets. The investment operations, assets and business of all three Plaintiffs are managed by Highfields Capital Management, which is a limited partnership organized in the state of Delaware whose principal office is in Boston, Massachusetts.

3. Highfields Capital I and Highfields Capital II are limited partnerships organized in the state of Delaware.

4. As of March 30, 2004, the time of the filing of the Complaint, the sole general partner of Highfields Capital I and Highfields Capital II was Highfields Associates LLC (“Highfields Associates”), a limited liability company organized in the state of Delaware. Based on my review of Highfields Capital Management’s records database, as of March 30, 2004, the members of Highfields Associates were Highfields employees residing in the U.S. and a limited partnership organized in the state of Delaware. All Highfields employees were U.S. persons for tax purposes, although one employee at that time was a Canadian national who resided and worked in the U.S. under a H-1B visa. The Delaware limited partnership member has represented to Highfields that its limited partners are a Delaware corporation and a Barbados company.

5. Based on my review of Highfields Capital Management’s records database, as of March 30, 2004, the limited partners of Highfields Capital I comprised 86 individuals and entities, including corporations, trusts, partnerships, and limited liability companies. Based on this review, it appears that all of these individuals and entities have mailing addresses in various U.S. states and have advised Highfields Capital I that they are U.S. persons for tax purposes. One of the limited partners of Highfields Capital I is Highfields Associates; information regarding the members of Highfields Associates is included in paragraph 4 above.

6. Based on my review of Highfields Capital Management’s records database, as of March 30, 2004, the limited partners of Highfields Capital II comprised 146 individuals and entities, including corporations, trusts, partnerships, and limited liability companies. Based on this review, it appears that 140 of the limited partners of Highfields Capital II have mailing

addresses in various U.S. states and have advised Highfields Capital II that they are U.S. persons for tax purposes. One of these 140 limited partners is Highfields Associates; information regarding the members of Highfields Associates is included in paragraph 4 above. With respect to five of the remaining six limited partners, each of those entities is itself a limited partnership organized under the laws of the Cayman Islands and each such entity has advised Highfields Capital II that its owners are U.S. persons for tax purposes and each such entity has a mailing address in the United States. The sixth limited partner is a limited liability company organized in the state of Delaware and has advised Highfields Capital II that its owners are U.S. persons for tax purposes, although it has a Bermuda mailing address.

7. Highfields Capital Ltd. is organized as an exempted company under the Mutual Fund Laws of the Cayman Islands. Exempted companies organized under the laws of the Cayman Islands operate similarly to United States corporations -- they issue shares and are controlled by a board of directors. Highfields Capital Ltd. has shareholders and a board of directors. The SEC filings for Highfields Capital Ltd. state that its "principal business office" is the Cayman Islands, and its books and records are maintained in the Cayman Islands office of a third party fund administrator. Under the terms of the relevant organizational, offering and investment management documents for Highfields Capital Ltd., Highfields Capital Management (as an independent contractor, and not as an agent for Highfields Capital Ltd.) has sole discretion to manage the investment of the assets of Highfields Capital Ltd.

Sworn to this 19th day of April, 2006 under the pains and penalties of perjury,

/s/ Joseph F. Mazzella
Joseph F. Mazzella

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of April, 2006, a true copy of the above document was served by facsimile and first class United States mail upon Douglas H. Meal, the attorney of record for Defendant at Ropes & Gray LLP, One International Place, Boston, MA 02110-2624.

/s/ Kenneth S. Leonetti
Kenneth S. Leonetti, BBO# 629515